

OSTER
Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
Phone: 301-253-6040
Fax: 301-253-6040
maryannoster@adelphia.net

December 30, 2004

RECORDATION NO. 25385 FILED

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

DEC 30 '04 9-53 AM

SURFACE TRANSPORTATION BOARD

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Security Agreement dated 12/17/04 including the following parties and railroad equipment:

Secured Party: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Investors Building, #700
Minneapolis, MN 55479

Debtor: Midwest Railcar Corporation
9876 213th Avenue, N.W.
Elk River, MN 55330

Equipment: 33, 2300-2800 cf Open-top Hoppers
CYXX 900513-900545

Please record this agreement as a primary document. The filing fee of \$32 is enclosed.
Thank you for your assistance.

Summary: Memorandum of Security Agreement 12/17/04 between Wells Fargo Equipment Finance, Inc. as Secured Party and Midwest Railcar Corporation as Debtor including 33, Open-top Hoppers marked CYXX 900513-900545.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosures



Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Investor's Building, Suite 700
Minneapolis, MN 55479-2048

Memorandum of Security Agreement

RECORDATION NO. 25385 FILED

DEC 30 '04 9:53 AM

MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made this 17th day of December, 2004 by and between Midwest Railcar Corporation, an Illinois corporation ("Lessor"), and WELLS FARGO EQUIPMENT FINANCE, INC., a Minnesota Corporation ("Lender").

1. Lessor has agreed to grant Lender a security interest in that certain Rider #2 dated June 18, 2004 to Lease Agreement dated April 16, 2004 between Lessor and Conrad Yelvington Distributors, Inc. as Lessee (the "Lease") and all Equipment thereunder. Equipment more specifically described on Schedule "A" attached hereto.
2. This Memorandum of Security Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

This Memorandum of Security Agreement may be executed in counterparts, each of which shall be an original, but all of which shall constitute one and the same document and all signatures need not appear on the same page.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of December 17, 2004.

Midwest Railcar Corporation

Wells Fargo Equipment Finance, Inc.

By: [Signature]
Its: President & CEO

By: [Signature]
Its: Senior Contract Administrator

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 29th day of December, 2004 before me personally appeared,
Patti H. DeYoung to me personally known, who being by me duly sworn, says that s/he is the
Sr. Contract Administrator Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that said instrument was signed
on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and
deed of said corporation.

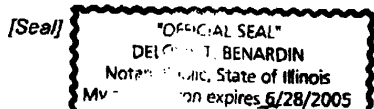


C. Longtine
Notary Public

My commission expires: January 31, 2005

STATE OF Illinois
COUNTY OF Madison

On this 20th day of December, 2004 before me personally appeared,
Richard M. Murphy to me personally known, who being by me duly sworn, says that s/he is the
President of Midwest Railcar Corp. a(n) Illinois corporation, that said instrument was
signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free
act and deed of said corporation.



Deloris J. Benardin
Notary Public

My commission expires: June 28, 2005



Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Investor's Building, Suite 700
Minneapolis, MN 55479-2048

Schedule A

Contract Number 68386-706 dated as of September 28, 2004

Debtor: Midwest Railcar Corporation

Thirty Three (33) 2,300-2,800 c.f. 100 ton Carbon Steel, Open Top Hopper Cars with the following markings:

CYX00	900513
CYX00	900514
CYX00	900515
CYX00	900516
CYX00	900517
CYX00	900518
CYX00	900519
CYX00	900520
CYX00	900521
CYX00	900522
CYX00	900523
CYX00	900524
CYX00	900525
CYX00	900526
CYX00	900527
CYX00	900528
CYX00	900529
CYX00	900530
CYX00	900531
CYX00	900532
CYX00	900533
CYX00	900534
CYX00	900535
CYX00	900536
CYX00	900537
CYX00	900538
CYX00	900539
CYX00	900540
CYX00	900541
CYX00	900542
CYX00	900543
CYX00	900544
CYX00	900545

Dated: September 28, 2004

Debtor: Midwest Railcar Corporation

By: 

Its: Executive Vice President / CFO